

Before the
COPYRIGHT ROYALTY JUDGES
LIBRARY OF CONGRESS
Washington, D.C.

In the Matter of)
)
)

ADJUSTMENT OF RATES AND TERMS FOR)
PREEXISTING SUBSCRIPTION SERVICES)
AND SATELLITE DIGITAL AUDIO RADIO)
SERVICES)
_____)

Docket No. 2006-1 CRB DSTR

DECLARATION OF BENJAMIN B. REED IN SUPPORT OF THE
DESIGNATIONS OF RESTRICTED MATERIAL FOR THE REPLY TO
SOUNDEXCHANGE'S PROPOSED FINDINGS OF FACT, JOINTLY
SUBMITTED BY SIRIUS SATELLITE RADIO INC.
AND XM SATELLITE RADIO INC.

1. My name is Benjamin B. Reed. I am a partner at the law firm Wiley Rein LLP, and outside counsel to Sirius Satellite Radio Inc. ("Sirius"), a party in the above-captioned proceeding. I have personal knowledge of the facts set forth herein.

2. In my capacity as outside counsel for Sirius, I am authorized to submit this declaration on behalf of Sirius and XM Satellite Radio Inc.

3. I have reviewed the designations of Restricted Information set forth in the Redaction Log for the Reply to SoundExchange's Proposed Findings of Fact, Jointly Submitted by Sirius Satellite Radio Inc. and XM Satellite Radio Inc., submitted herewith. At the time this declaration was made, to the best of my knowledge, information and belief, the information that has been designated as Restricted Information and identified in the attached Redaction Log is information that the Copyright Royalty Judges ("Judges") have determined during the course of this proceeding to meet the definition of

"Restricted Information" set out in Paragraph 2 of the December 20, 2006 Protective Order issued by the Judges in this case, and the Judges have ordered it to be treated as such.

I hereby declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed this 11th day of October 2007 in Washington, DC.


Benjamin B. Reed

CERTIFICATE OF SERVICE

I hereby certify that on October 11, 2007, I caused copies of the foregoing
DECLARATION OF BENJAMIN B. REED IN SUPPORT OF THE REDACTIONS FOR
THE REPLY TO SOUNDEXCHANGE'S FINDINGS OF FACT, JOINTLY
SUBMITTED BY SIRIUS SATELLITE RADIO INC. AND XM SATELLITE RADIO
INC. to be served via overnight mail on the following party:

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